

UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF NEW YORK

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COUNTY OF SUFFOLK, NEW YORK

STIPULATION OF  
SETTLEMENT

Plaintiff,

-against-

CV-07-01 644

GEORGE R. SIMPSON, JEAN SIMPSON,  
CHARLOTTE SIMPSON, OFFICE  
MANAGEMENT SYSTEMS CORP. and  
SUFFOLK RESEARCH SERVICE, INC.,

Seybert, J.  
Orenstein, M.J.

Defendants.

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IT IS HEREBY STIPULATED, SETTLED AND AGREED by and between the undersigned attorneys and parties to the within action that the claims and counterclaims set forth in the Complaint, Answer and Answers with Counterclaims are hereby settled as follows:

1. Defendants, OFFICE MANAGEMENT SYSTEMS CORP., SUFFOLK RESEARCH SERVICE, INC., GEORGE SIMPSON, and JEAN SIMPSON, jointly and severally, shall pay Plaintiff, COUNTY OF SUFFOLK, NEW YORK, the sum of TWELVE THOUSAND DOLLARS (\$12,000.00).

2. Such payment is to be made by certified bank check payable to "Suffolk County Real Property Tax Service Agency" and delivered to: Suffolk County Real Property Tax Service Agency, 300 Center Drive, Riverhead, NY 11901-3398, to the attention of Penny Wells LaValle, Director. Payment is to be made, in full, within one year of the date of execution of this Stipulation or upon the sale of the Defendants' residence at 20 Warfield Way, Southampton,

New York 11968, if such sale occurs earlier, with interest at the statutory rate accruing from the date of execution hereof.

3. The parties shall execute mutual general releases in the form attached hereto, which shall be held in abeyance by the Office of the Suffolk County Attorney and which shall be effective and delivered to the parties upon the Defendant's full and satisfactory payment and performance under this Stipulation of Settlement.

4. Defendants, GEORGE SIMPSON and JEAN SIMPSON, shall duly execute Affidavits of Confession of Judgment in favor of Plaintiff in the forms attached hereto. Judgment shall be entered with the Clerk of Suffolk County, New York and the Plaintiff, COUNTY OF SUFFOLK, NEW YORK will not take any steps to enforce or collect the Judgment except upon Defendants' default under the terms of this Stipulation of Settlement. In the event of such default the Defendants, OFFICE MANAGEMENT SYSTEMS CORP., SUFFOLK RESEARCH SERVICE, INC., GEORGE SIMPSON and JEAN SIMPSON, shall be liable for the full amount of the agreed upon settlement plus interest at the statutory rate accruing from the date of execution hereof.

6. The undersigned principals for the corporate Defendants personally guaranty the corporate Defendants' payments in accordance with the terms of this Stipulation.

7. The Defendants shall provide the Plaintiff with the identities of the parties to whom the subject programs were sold and shall destroy all Tax Maps contained in such programs under County supervision. The Defendants agree and represent that they will not sell or offer for sale copies of Suffolk County Tax Maps without the express license, permission and consent of the Suffolk County Real Property Tax Service Agency.

8. This Stipulation may not be changed without the express written approval of the parties hereto.

CHRISTINE MALAFI  
Suffolk County Attorney  
Attorney for County of Suffolk  
100 Veterans Memorial Highway  
Hauppauge, New York 11788-0099

  
By: LEONARD C. KAPSALIS  
Assistant County Attorney

Dated: 8/26/08

  
PENNY WELLS LAVALLEE, Director  
Suffolk County Real Property  
Tax Service Agency  
Dated: 8/25/08

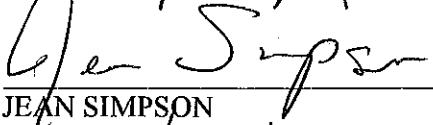
  
GEORGE SIMPSON, Individually and  
as President of Office Management  
Systems Corp and Suffolk Research  
Service, Inc.

Dated: 8/23/08

RICHARD TODD HUNTER  
Attorney for Office Management  
Systems Corp. and Suffolk Research  
Service, Inc.  
P.O. Box 337  
Sagaponack, NY 11962

  
By: RICHARD TODD HUNTER

Dated: 8/25/08

  
JEAN SIMPSON

Dated: 8/23/08

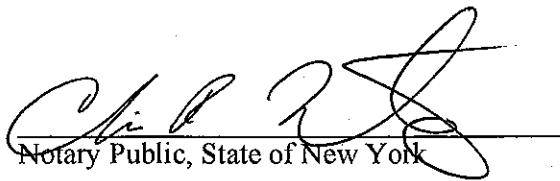
  
CHARLOTTE SIMPSON

Dated: 8/23/08

State of New York, County of Suffolk, ss:

On the \_\_\_\_\_ day of August in the year 2008, before me, the undersigned, personally appeared George R. Simpson, Jean Simpson, and Charlotte Simpson, personally known to me or proved to me on the basis of satisfactory evidence to be the individuals whose names are subscribed to the within instrument and acknowledged to me that executed the same in their

capacities, and that by their signatures on the instrument, the individuals, or the person upon behalf of which the individuals acted, executed the instrument.



Notary Public, State of New York

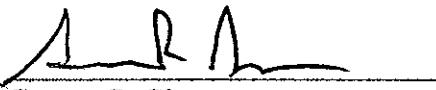
Chris R. Fragnito  
Notary Public, State of New York  
No. 01FR6087068  
Qualified in Suffolk County  
Commission Expires February 10, 2014

**Office Management Systems Corporation Waiver by Stockholder of Notice of Special  
Meeting to Elect Directors and Temporary Secretary**

The undersigned, a stockholders of Office Management System Corporation, do hereby waive any and all notice of, and consent that a special meeting of the stockholders of Office Management System Corporation be held at the Hampton Bays Diner and Restaurant, Montauk Highway and Route 27, Hampton Bays, NY11946, on the 25th day of August, 2008, at 2:00 o'clock in the p.m. of that day, for the purpose of electing the directors of the corporation for the ensuing year, or thereafter, until removed, and a temporary secretary for the witnessing of the execution of the corporate documents required for the acceptance of the Settlement Agreement with the County of Suffolk, in the Federal Civil US Copyright Case, having the assigned docket number of CV-07-01644.

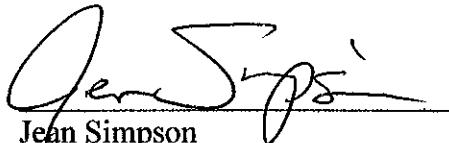
Dated: August 25, 2008

**SHAREHOLDERS**



George R. Simpson

No. of Shares: 50%



Jean Simpson

No. of Shares: 50%

Witnessed by:



Richard Todd Hunter, Esquire

P.O. Box 337

Sagaponack, NY 11962

(631) 258-0650

*Counsel for Defendants Management Systems  
Corp. and Suffolk Research Service, Inc. in  
County of Suffolk v. George R. Simpson, et al.  
CV-07-01644*

**Office Management Systems Corporation**

**Minutes of Shareholders' Meeting**

The shareholders of Office Management Systems Corporation held a special meeting on August 25, 2008 at the Hampton Bays Diner and Restaurant, Montauk Highway and Route 27, Hampton Bays, NY 11946. The meeting began at 2:00 p.m. and ended at 3:00 p.m.

**1. Notice.** Notice of the meeting was waived by the shareholders. The meeting was called by George R. Simpson (50% shareholder) and Jean Simpson (50% shareholder).

**2. Quorum.** The following persons, constituting a quorum, were present in person or by proxy: George R. Simpson and Jean Simpson.

**3. Actions Taken.** The shareholders took the following actions: Elected Acting President George R. Simpson as a Director of Office Management Systems Corporation and Acting Vice President Jean Simpson as a Director of Office Management Systems Corporation; and elected Richard Todd Hunter, Esquire, as Temporary Secretary of Office Management Systems Corporation for the witnessing of the execution of the corporate documents required for the election of Directors, the appointment of corporate officer's, and the acceptance of the Settlement Agreement with the County of Suffolk, in the Federal Civil US Copyright Case, having the assigned docket number of CV-07-01644.

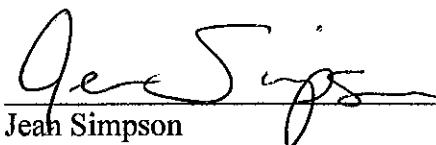
Dated: August 25, 2008

**SHAREHOLDERS**



George R. Simpson

No. of Shares: 50%



Jean Simpson

No. of Shares: 50%



Richard Todd Hunter, Esquire

Temporary Secretary

**Office Management Systems Corporation**

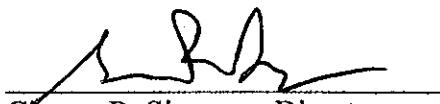
**Resolution of Directors**

The directors of Office Management Systems Corporation consent to the following:

1. Acting President George R. Simpson being appointed as President of Office Management Systems Corporation;
2. Acting Vice President Jean Simpson being appointed as Vice President of Office Management Systems Corporation;
3. Richard Todd Hunter, Esquire, as Temporary Secretary Office Management Systems Corporation for the witnessing of the execution of the corporate documents required for the election of Directors, the appointment of corporate officer's, and the acceptance of the Settlement Agreement with the County of Suffolk, in the Federal Civil US Copyright Case, having the assigned docket number of CV-07-01644;
4. Ratify President George Simpson's execution of the Settlement Agreement with the County of Suffolk, in the Federal Civil US Copyright Case, having the assigned docket number of CV-07-01644 (of which this document is attached to and is incorporated by reference), on August 23, 2008, of which occurred when President George Simpson was serving the Corporation as Acting President; and
5. The President of the Corporation, George Simpson, having signed the Settlement Agreement as referenced in paragraph 4 above and the documents thereto, on behalf of the corporation, on August 23, 2008, was and is authorized to take such actions as the president deemed and deems necessary or appropriate to execute the settlement agreement and to carry out the terms of the settlement agreement.

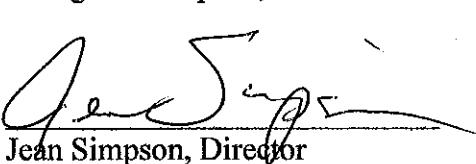
Dated: August 25, 2008

**DIRECTORS**



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George R. Simpson, Director



Jean Simpson, Director



Richard Todd Hunter  
Richard Todd Hunter, Esquire  
Temporary Secretary

**Office Management System Corporation**

**Minutes of Directors' Written Consent Adoption of Resolutions**

The directors of Office Management System Corporation by written consent consensually adopted resolutions on August 25, 2008. *BCL § 708(b)*.

**1. Quorum.** The following directors, constituting a quorum, by written consent adopted the resolutions:

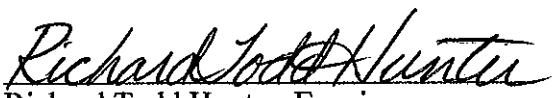
George R. Simpson (50% shareholder)  
Jean Simpson (50% shareholder)

**2. Actions Taken.** The directors took the following actions:

The directors by written consent adopted the following resolutions:

- a. Acting President Geroge R. Simspson being appointed as President of Office Management Systems Corporation;
- b. Acting President Jean Simpson being appointed as Vice President of Office Management Systems Corporation;
- c. Richard Todd Hunter, Esquire, as Temporary Secretary of Office Management Systems Corporation for the witnessing of the execution of the corporate documents required for the election of Directors, the appointment of corporate officer's, and the acceptance of the Settlement Agreement with the County of Suffolk, in the Federal Civil US Copyright Case, having the assigned docket number of CV-07-01644;
- d. Ratification of President George Simpson's execution of the Settlement Agreement with the County of Suffolk, in the Federal Civil US Copyright Case, having the assigned docket number of CV-07-01644, on August 23, 2008, of which occurred when President George Simpson was serving the Corporation as Acting President; and
- e. The President of the Corporation, George Simpson, having signed the Settlement Agreement as referenced in paragraph 4 above and the documents thereto, on behalf of the corporation, was and is authorized to take such actions as the president deemed and deems necessary or appropriate to carry out the terms of the settlement agreement.

Dated: August 25, 2008

  
Richard Todd Hunter, Esquire  
Temporary Secretary

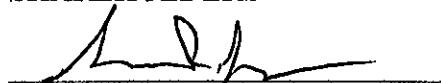
**Office Management Systems Corporation**  
**Unanimous Consent of Shareholders to Corporate Action**

WE, THE UNDERSIGNED, being holders of all outstanding shares of Office Management Systems Corporation, entitled to vote on such a matter, do hereby individually and unanimously consent to the taking of the following action by the Directors of such corporation:

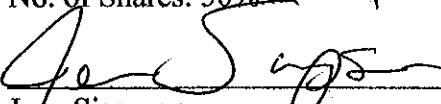
- a. Election of Richard Todd Hunter, Esquire, as Temporary Secretary of Office Management Systems Corporation for the witnessing of the execution of the corporate documents required for the election of Directors, the appointment of corporate officer's, and the acceptance of the Settlement Agreement with the County of Suffolk, in the Federal Civil US Copyright Case, having the assigned docket number of CV-07-01644;
- b. Ratification of President George Simpson's execution of the Settlement Agreement with the County of Suffolk, in the Federal Civil US Copyright Case, having the assigned docket number of CV-07-01644, on August 23, 2008, of which occurred when President George Simpson was serving the Corporation as Acting President; and
- c. Authorization of the President of the Corporation, George Simpson, having signed the Settlement Agreement as referenced in paragraph 4 above and the documents thereto, on behalf of the corporation, to take such actions as the president deemed and deems necessary or appropriate to carry out the terms of the settlement agreement.

Dated: August 25, 2008

**SHAREHOLDERS**

  
George R. Simpson

No. of Shares: 50%

  
Jean Simpson

No. of Shares: 50%



Richard Todd Hunter, Esquire

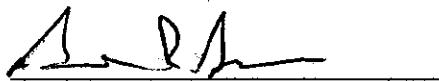
Temporary Secretary

**Suffolk Research Service, Inc. Waiver by Stockholder of Notice of Special Meeting to Elect  
Directors and Temporary Secretary**

The undersigned, a stockholders of Suffolk Research Service, Inc., do hereby waive any and all notice of, and consent that a special meeting of the stockholders of Office Management System Corporation be held at the Hampton Bays Diner and Restaurant, Montauk Highway and Route 27, Hampton Bays, NY11946, on the 25th day of August, 2008, at 2:00 o'clock in the p.m. of that day, for the purpose of electing the directors of the corporation for the ensuing year, or thereafter, until removed, and a temporary secretary for the witnessing of the execution of the corporate documents required for the acceptance of the Settlement Agreement with the County of Suffolk, in the Federal Civil US Copyright Case, having the assigned docket number of CV-07-01644.

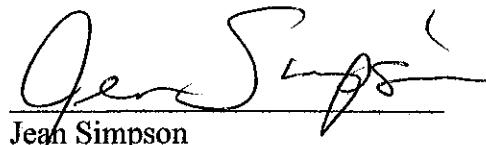
Dated: August 25, 2008

**SHAREHOLDERS**



George R. Simpson

No. of Shares: 50%



Jean Simpson

No. of Shares: 50%

Witnessed by:



Richard Todd Hunter, Esquire

P.O. Box 337

Sagaponack, NY 11962

(631) 258-0650

*Counsel for Defendants Management Systems  
Corp. and Suffolk Research Service, Inc. in  
County of Suffolk v. George R. Simpson, et al.  
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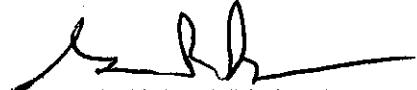
**Suffolk Research Service, Inc.**  
**Minutes of Shareholders' Meeting**

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1. **Notice.** Notice of the meeting was waived by the shareholders. The meeting was called by George R. Simpson (50% shareholder) and Jean Simpson (50% shareholder).
2. **Quorum.** The following persons, constituting a quorum, were present in person or by proxy: George R. Simpson and Jean Simpson.
3. **Actions Taken.** The shareholders took the following actions: Elected Acting President George R. Simpson as a Director of Suffolk Research Service, Inc., and Acting Vice President Jean Simpson as a Director of Suffolk Research Service, Inc.; and elected Richard Todd Hunter, Esquire, as Temporary Secretary of Suffolk Research Service, Inc. for the witnessing of the execution of the corporate documents required for the election of Directors, the appointment of corporate officer's, and the acceptance of the Settlement Agreement with the County of Suffolk, in the Federal Civil US Copyright Case, having the assigned docket number of CV-07-01644.

Dated: August 25, 2008

**SHAREHOLDERS**

  
\_\_\_\_\_  
George R. Simpson

No. of Shares: 50%

  
\_\_\_\_\_  
Jean Simpson

No. of Shares: 50%

  
\_\_\_\_\_  
Richard Todd Hunter, Esquire  
Temporary Secretary

**Suffolk Research Systems, Inc.**

**Minutes of Directors' Written Consent Adoption of Resolutions**

The directors of Suffolk Research Systems, Inc. by written consent consensually adopted resolutions on August 25, 2008. *BCL § 708(b)*.

**1. Quorum.** The following directors, constituting a quorum, by written consent adopted the resolutions:

George R. Simpson (50% shareholder)  
Jean Simpson (50% shareholder)

**2. Actions Taken.** The directors took the following actions:

The directors by written consent adopted the following resolutions:

- a. Acting President George R. Simpson being appointed as President of Suffolk Research Systems, Inc.;
- b. Acting Vice President Jean Simpson being appointed as Vice President of Suffolk Research Systems, Inc.;
- c. Richard Todd Hunter, Esquire, as Temporary Secretary of Suffolk Research Systems, Inc. for the witnessing of the execution of the corporate documents required for the election of Directors, the appointment of corporate officer's, and the acceptance of the Settlement Agreement with the County of Suffolk, in the Federal Civil US Copyright Case, having the assigned docket number of CV-07-01644;
- d. Ratification of President George Simpson's execution of the Settlement Agreement with the County of Suffolk, in the Federal Civil US Copyright Case, having the assigned docket number of CV-07-01644, on August 23, 2008, of which occurred when President George Simpson was serving the Corporation as Acting President; and
- e. The President of the Corporation, George Simpson, having signed the Settlement Agreement as referenced in paragraph 4 above and the documents thereto, on behalf of the corporation, was and is authorized to take such actions as the president deemed and deems necessary or appropriate to carry out the terms of the settlement agreement.

Dated: August 25, 2008

  
Richard Todd Hunter, Esquire  
Temporary Secretary

**Suffolk Research Service, Inc.**

**Resolution of Directors**

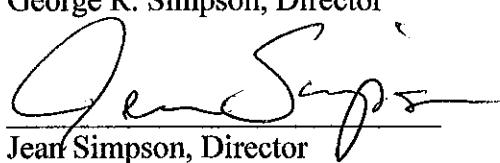
The directors of Suffolk Research Service, Inc. consent to the following:

1. Acting President George R. Simpson being appointed as President of Suffolk Research Service, Inc.;
2. Acting Vice President Jean Simpson being appointed as Vice President of Suffolk Research Service, Inc.;
3. Richard Todd Hunter, Esquire, as Temporary Secretary of Suffolk Research Service, Inc. for the witnessing of the execution of the corporate documents required for the election of Directors, the appointment of corporate officer's, and the acceptance of the Settlement Agreement with the County of Suffolk, in the Federal Civil US Copyright Case, having the assigned docket number of CV-07-01644;
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5. The President of the Corporation, George Simpson, having signed the Settlement Agreement as referenced in the above paragraph 4 and the documents thereto, on behalf of the corporation, on August 23, 2008, was and is authorized to take such actions as the president deemed and deems necessary or appropriate to execute the settlement agreement and to carry out the terms of the settlement agreement.

Dated: August 25, 2008

**DIRECTORS**

  
George R. Simpson, Director

  
Jean Simpson, Director

  
Richard Todd Hunter, Esquire  
Temporary Secretary

**Suffolk Research Service, Inc.**

**Unanimous Consent of Shareholders to Corporate Action**

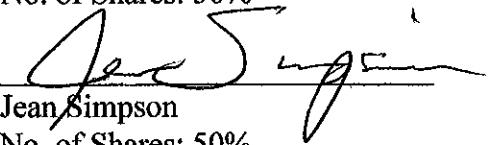
WE, THE UNDERSIGNED, being holders of all outstanding shares of Suffolk Research Service, Inc., entitled to vote on such a matter, do hereby individually and unanimously consent to the taking of the following action by the Directors of such corporation:

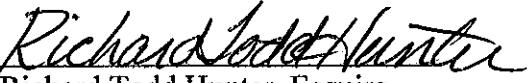
- a. Election of Richard Todd Hunter, Esquire, as Temporary Secretary of Office Management Systems Corporation for the witnessing of the execution of the corporate documents required for the election of Directors, the appointment of corporate officer's, and the acceptance of the Settlement Agreement with the County of Suffolk, in the Federal Civil US Copyright Case, having the assigned docket number of CV-07-01644;
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- c. Authorization of the President of the Corporation, George Simpson, having signed the Settlement Agreement as referenced in paragraph 4 above and the documents thereto, on behalf of the corporation, to take such actions as the president deemed and deems necessary or appropriate to carry out the terms of the settlement agreement.

Dated: August 25, 2008

**SHAREHOLDERS**

  
George R. Simpson  
No. of Shares: 50%

  
Jean Simpson  
No. of Shares: 50%

  
Richard Todd Hunter, Esquire  
Temporary Secretary